

03-R-0904

A RESOLUTION

BY COUNCILMEMBER



A RESOLUTION APPROVING THE FINAL TERMS OF CERTAIN AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2003RF; AUTHORIZING THE MAYOR TO ENTER INTO ALL AGREEMENTS NECESSARY TO CONFIRM THE FINAL TERMS OF AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2003RF, TO BE ISSUED IN ONE OR MORE SERIES AND TO BEAR INTEREST IN A FIXED, VARIABLE OR AUCTION RATE MODE, DESIGNATED AS ANY OF THE CITY'S AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2003RF-A OR THE CITY'S VARIABLE RATE AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2003RF-B, SERIES 2003RF-C, SERIES 2003RF-D, SERIES 2003RF-E, OR SERIES 2003RF-F, IN THE AGGREGATE PRINCIPAL AMOUNT OF \$_____, INCLUDING ANNUAL PRINCIPAL PAYMENTS, AGGREGATE PRINCIPAL AMOUNT AND INTEREST RATES PER ANNUM; APPROVING CERTAIN RELATED DOCUMENTS AND CERTAIN OTHER RELATED TERMS IN CONNECTION WITH THE ISSUANCE AND SALE OF THE FOREGOING DESCRIBED BONDS; AND FOR OTHER PURPOSES.

WHEREAS, pursuant to the Restated and Amended Master Bond Ordinance adopted by the City Council (the "City Council") of the City of Atlanta, Georgia (the "City") on March 20, 2000 (the "Master Bond Ordinance" 99-O-1896), amending and restating the City's airport bond ordinance adopted May 18, 1977, as previously supplemented and amended (the "Prior Bond Ordinance") and an Amended and Restated Third Supplemental Bond Ordinance adopted by the City Council on May 19, 2003, 00-O-0214, (the "Third Supplemental Bond Ordinance" and together with the Master Bond Ordinance, the "Bond Ordinance"), the City has authorized the issuance of the City's \$_____ Airport General Revenue Refunding Bonds, Series 2003RF-A (the "Series 2003RF-A Bonds"), \$_____ Variable Rate Airport General Revenue Refunding Bonds, Series 2003RF-B (the "Series 2003RF-B Bonds"), \$_____ Variable Rate Airport General Revenue Refunding Bonds, Series 2003RF-C (the "Series 2003RF-C Bonds"), \$_____ Variable Rate Airport General Revenue Refunding Bonds, Series 2003RF-D (the "Series 2003RF-D

Bonds”), \$_____ Variable Rate Airport General Revenue Refunding Bonds, Series 2003RF-E (the “Series 2003RF-E Bonds”) and \$_____ Variable Rate Airport General Revenue Refunding Bonds, Series 2003RF-F (the “Series 2003RF-F Bonds” and, together with the Series 2003RF-B Bonds, the Series 2003RF-C Bonds, the Series 2003RF-D Bonds and the Series 2003RF-E Bonds, the “Variable Rate Bonds” and the Series 2003RF-A Bonds, together with the Variable Rate Bonds, the “Series 2003RF Bonds”); and

WHEREAS, the Series 2003RF-A Bonds have been offered for sale pursuant to the terms of a Preliminary Official Statement, dated May 28, 2003 (the “Fixed Rate Preliminary Official Statement”), and the 2003RF-A Bonds have been bought by the initial purchasers thereof pursuant to a Bond Purchase Agreement (the “Series 2003RF-A Purchase Contract”), dated June __, 2003, among the City and Jackson Securities, Inc., acting on behalf of itself and the underwriters named therein (the “2003RF-A Underwriters”) and the purchasers thereof, and the aggregate principal amounts, annual principal payments (whether at maturity or through mandatory sinking fund redemption) and interest rates per annum have been finalized pursuant thereto; and

WHEREAS, the 2003RF-B Bonds have been offered for sale pursuant to the terms of a Preliminary Official Statement, dated June __, 2003 (the “Variable Rate Preliminary Official Statement”), and the 2003RF-B Bonds have been bought by the initial purchasers thereof pursuant to a Bond Purchase Agreement (the “Series 2003RF-B Purchase Contract”), dated June __, 2003, among the City and _____, acting on behalf of itself and the underwrites named therein (the “Series 2003RF-B Underwriters”) and the purchasers thereof, and the aggregate principal amounts, annual principal payments (whether at maturity or through mandatory sinking fund redemption) and interest rates per annum have been finalized pursuant thereto; and

WHEREAS, the Series 2003RF-C Bonds have been offered for sale pursuant to the terms of the Variable Rate Preliminary Official Statement, and the 2003RF-C Bonds have been bought by the initial purchasers thereof pursuant to a Bond Purchase Agreement (the “Series 2003RF-C Purchase Contract”), dated June __, 2003, among the City and _____, acting on behalf of itself and the underwriters named therein (the “Series 2003RF-C Underwriters”) and the purchasers thereof, and the aggregate principal amounts, annual principal payments (whether at maturity or through mandatory sinking fund redemption) and interest rates per annum have been finalized pursuant thereto; and

WHEREAS, the Series 2003RF-D Bonds have been offered for sale pursuant to the terms of a the Variable Rate Preliminary Official Statement, and the 2003RF-D Bonds have been bought by the initial purchasers thereof pursuant to a Bond Purchase Contract (the “Series 2003RF-D Purchase Contract”), dated June __, 2003, among the City and _____, acting on behalf of itself and the underwriters named therein (the “Series 2003RF-C Underwriters”) and the purchasers thereof, and the aggregate principal amounts, annual principal payments (whether at maturity or through

mandatory sinking fund redemption) and interest rates per annum have been finalized pursuant thereto; and

WHEREAS, the Series 2003RF-E Bonds have been offered for sale pursuant to the terms of the Variable Rate Preliminary Official Statement, and the 2003RF-D Bonds have been bought by the initial purchasers thereof pursuant to a Bond Purchase Agreement (the "Series 2003RF-E Purchase Contract"), dated June __, 2003, among the City and _____, acting on behalf of itself and the underwriters named therein (the "Series 2003RF-E Underwriters") and the purchasers thereof, and the aggregate principal amounts, annual principal payments (whether at maturity or through mandatory sinking fund redemption) and interest rates per annum have been finalized pursuant thereto; and

WHEREAS, the Series 2003RF-F Bonds have been offered for sale pursuant to the terms of the Variable Rate Preliminary Official Statement, and the Series 2003RF-F Bonds have been bought by the initial purchasers thereof pursuant to a Bond Purchase Agreement (the "Series 2003RF-F Purchase Contract"), dated June __, 2003, among the City and _____, acting on behalf of itself and the underwriters named therein (the "Series 2003RF-F Underwriters") and the purchasers thereof, and the aggregate principal amounts, annual principal payments (whether at maturity or through mandatory sinking fund redemption) and interest rates per annum have been finalized pursuant thereto; and

WHEREAS, the City desires to approve the final respective terms of the Series 2003RF Bonds established pursuant to the respective Purchase Contracts; and

WHEREAS, capitalized terms not otherwise defined herein shall have the meaning ascribed to such term in the Bond Ordinance.

THE COUNCIL OF THE CITY OF ATLANTA, GEORGIA HEREBY RESOLVES AS FOLLOWS:

Section 1. Authority for Resolution. This resolution is adopted pursuant to the provisions of the Constitution and the laws of the State of Georgia.

Section 2. Series 2003RF-A Bond Details. (a) _____ in original aggregate principal amount of the Series 2003RF-A Bonds shall be issued as Current Interest Bonds, and \$ _____ in original aggregate principal amount of the Series 2003RF-A Bonds shall be issued as Compound Interest Bonds. The Series 2003RF-A Bonds shall be dated as of June 1, 2003. The Series 2003RF-A Bonds shall be numbered in a convenient manner, established by the Bond Registrar and shown by the Bond Register.

(b) The Series 2003RF-A Bonds shall bear interest at the rates per annum set forth below, computed on the basis of a 360-day year consisting of twelve 30-day months, payable on January 1, 2004, and semiannually thereafter on each July 1 and January 1 of each year, and shall mature on January 1, in the years and in the principal amounts as follows, unless earlier called for redemption:

<u>Year</u> <u>of Maturity</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Year</u> <u>of Maturity</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>
20__	\$_____	_____%	20__	\$_____	_____%
20__	\$_____	_____%	20__	\$_____	_____%
20__	\$_____	_____%	20__	\$_____	_____%
20__	\$_____	_____%	20__	\$_____	_____%
20__	\$_____	_____%	20__	\$_____	_____%
20__	\$_____	_____%	20__	\$_____	_____%
20__	\$_____	_____%	20__	\$_____	_____%
20__	\$_____	_____%	20__	\$_____	_____%

(c) The Series 2003RF-A Bonds maturing on or before January 1, 20__, may not be called for optional redemption prior to maturity. The Series 2003RF-A Bonds maturing on or after January 1, 20__, are subject to redemption prior to maturity at the option of the City on or after January 1, 20__, in whole at any time or in part on any Interest Payment Date, at the redemption price of 100% of the Principal amount thereof plus accrued interest on such redemption date.

(d) The City shall redeem such an aggregate principal amount of the Series 2003RF-A Bonds at a redemption price equal to the principal amount thereof plus the interest due thereon to the mandatory redemption date.

Section 3. Series 2003RF-B Bond Details. The Series 2003RF-B Bonds shall be issued in Authorized Denominations, shall be dated the date of Closing, and shall be numbered in a convenient manner, established by the Bond Registrar and shown by the Bond Register.

The Series 2003RF-B Bonds shall operate in the Modes specified in the Third Supplemental Bond Ordinance, shall bear interest as provided herein, computed and payable as provided herein, and shall mature on January 1, 20__, unless earlier called for redemption.

The Chief Financial Officer shall establish the Initial Modes and the initial interest rate for the Series 2003RF-B Bonds on or before the date of Closing in the initial Officer's Pricing Certificate.

The Series 2003RF-B Bonds are Term Bonds and shall be subject to mandatory sinking fund redemption pursuant to a schedule provided in the initial Officer's Pricing Certificate.

Section 4. Series 2003RF-C Bond Details. The Series 2003RF-C Bonds shall be issued in Authorized Denominations, shall be dated the date of Closing, and shall be numbered in a convenient manner, established by the Bond Registrar and shown by the Bond Register.

The Series 2003RF-C Bonds shall operate in the Modes specified in the Third Supplemental Bond Ordinance, shall bear interest as provided herein, computed and payable as provided herein, and shall mature on January 1, 20__, unless earlier called for redemption.

The Chief Financial Officer shall establish the Initial Modes and the initial interest rate for the Series 2003RF-C Bonds on or before the date of Closing in the initial Officers Pricing Certificate.

The Series 2003RF-C Bonds are Term Bonds and shall be subject to mandatory sinking fund redemption pursuant to a schedule provided in the initial Officer's Pricing Certificate.

Section 5. Series 2003RF-D Bond Details. The Series 2003RF-D Bonds shall be issued in Authorized Denominations, shall be dated the date of Closing, and shall be numbered in a convenient manner, established by the Bond Registrar and shown by the Bond Register.

The Series 2003RF-D Bonds shall operate in the Modes specified in the Third Supplemental Ordinance, shall bear interest as provided herein, computed and payable as provided herein, and shall mature on January 1, 20__, unless earlier called for redemption.

The Chief Financial Officer shall establish the Initial Modes and initial interest rate for the Series 2003RF-D Bonds on or before the date of Closing in the initial Officer's Pricing Certificate.

The Series 2003RF-D Bonds are Term Bonds and shall be subject to mandatory sinking fund redemption pursuant to a schedule provided in the initial Officer's Pricing Certificate.

Section 6. Series 2003RF-E Bond Details. The Series 2003RF-E Bonds shall be issued in Authorized Denominations, shall be dated the date of Closing, and shall be numbered in a convenient manner, established by the Bond Registrar and shown by the Bond Register.

The Series 2003RF-E Bonds shall operate in the Modes specified in the Third Supplemental Ordinance, shall bear interest as provided herein, computed and payable as provided herein, and shall mature on January 1, 20__, unless earlier called for redemption.

The Chief Financial Officer shall establish the Initial Modes and the initial interest rate for the Series 2003RF1-E Bonds on or before the date of Closing in the initial Officer's Pricing Certificate.

The Series 2003RF-E Bonds are Term Bonds and shall be subject to mandatory sinking fund redemption pursuant to a schedule provided in the initial Officer's Pricing Certificate.

Section 7. Series 2003RF-F Bond Details. The Series 2003RF-F Bonds shall be issued in Authorized Denominations, shall be dated the date of Closing, and shall be numbered in a convenient manner, established by the Bond Registrar and shown by the Bond Register.

The Series 2003RF-F Bonds shall operate in the Modes specified in the Third Supplemental Ordinance, shall bear interest as provided herein, computed and payable as provided herein, and shall mature on January 1, 20__, unless earlier called for redemption.

The Chief Financial Officer shall establish the Initial Modes and the initial interest rate for the Series 2003RF-F Bonds on or before the date of Closing in the initial Officer's Pricing Certificate.

The Series 2003RF-F Bonds are Term Bonds and shall be subject to mandatory sinking fund redemption pursuant to a schedule provided in the initial Officer's Pricing Certificate.

Section 8. Authorization of Series 2003RF Registrar and Paying Agent Agreement. The forms terms, and conditions and the execution, delivery, and performance of the Series 2003RF Registrar and Paying Agent Agreement, which have been submitted to the Governing Body solely as a record of the terms approved by the Mayor or her designee, is hereby approved and authorized. The Series 2003RF Registrar and Paying Agent Agreement shall be in substantially the form submitted to the Governing Body with such changes, corrections, deletions, insertions, variations, additions, or omissions as may be approved by the Chief Financial Officer or the Municipal Clerk, whose approval thereof shall be conclusively evidenced by the execution of each such contract. The Mayor or her designee is authorized and directed to execute on behalf of the City the Series 2003RF Registrar and Paying Agent Agreement, and the Municipal Clerk is hereby authorized and

directed to affix thereto and attest the seal of the City, upon proper execution and delivery of the other parties thereto, provided, that in no event shall any such attestation or affixation of the seal of the City be required as a prerequisite to the effectiveness thereof, and the Mayor and Municipal Clerk are authorized and directed to deliver such contracts on behalf of the City.

Section 9. Authorization of Liquidity Facilities for the Series 2003RF-B Bonds, Series 2003RF-C Bonds, Series 2003RF-D Bonds, Series 2003RF-E Bonds and Series 2003RF-F Bonds.

(a) The Liquidity Issuers for the respective Variable Rate Bonds shall be as follows:

(i) “Series 2003RF-B Liquidity Issuer” initially shall be _____;

(ii) “Series 2003RF-C Liquidity Issuer” initially shall be _____;

(iii) “Series 2003RF-D Liquidity Issuer” initially shall be _____;

(iv) “Series 2003RF-E Liquidity Issuer” initially shall be _____; and

(v) “Series 2003RF-F Liquidity Issuer” initially shall be _____;

(b) The forms, terms, and conditions and the execution, delivery, and performance of the Liquidity Facilities for the Series 2003RF-B Bonds, Series 2003RF-C Bonds, Series 2003RF-D Bonds, Series 2003RF-E Bonds or Series 2003RF-F Bonds (collectively or individually, the “Liquidity Facility”), which shall be in substantially the form submitted to the Governing Body (solely as a record of the final terms approved by the Chief Financial Officer), with such changes, corrections, deletions, insertions, variations, additions, or omissions as may be approved by the Chief Financial Officer or Municipal Clerk, whose approval thereof shall be conclusively evidenced by the execution of such contract. The Mayor and Chief Financial Officer are each hereby authorized and directed to execute on behalf of the City the Liquidity Facility, and the Municipal Clerk is hereby authorized and directed to affix thereto and attest the seal of the City, upon proper execution and delivery by the other party thereto, provided, that in no event shall any such attestation or affixation of the seal of the City be required as a prerequisite to the effectiveness thereof, and the Chief Financial Officer, as applicable, and Attesting Officer are authorized and directed to deliver such contract on behalf of the City.

(c) The City intends that each of the Series 2003RF-B Bonds, Series 2003RF-C Bonds, Series 2003RF-D Bonds, Series 2003RF-E Bonds and Series 2003RF-F Bonds shall be "Pledged Series 2003RF Bonds" for purposes of the Third Supplemental Bond Ordinance to the extent that any Liquidity Issuer provides a Credit Facility for such designated series of Variable Rate Bonds.

Section 10. Authorization of Remarketing Agreements for the Series 2003RF-B Bonds, Series 2003RF-C Bonds, Series 2003RF-D Bonds, Series 2003RF-E Bonds and Series 2003RF-F Bonds.

(a) The Remarketing Agent for the respective Variable Rate Bonds shall be as follows:

(i) "Series 2003RF-B Remarketing Agent" initially shall be _____;

(ii) "Series 2003RF-C Remarketing Agent" initially shall be _____;

(iii) "Series 2003RF-D Remarketing Agent" initially shall be _____;

(iv) "Series 2003RF-E Remarketing Agent" initially shall be _____; and

(v) "Series 2003RF-F Remarketing Agent" initially shall be _____;

(b) The forms, terms, and conditions and the execution, delivery, and performance of the Remarketing Agreements for the Series 2003RF-B Bonds, Series 2003RF-C Bonds, Series 2003RF-D Bonds, Series 2003RF-E Bonds or Series 2003RF-F Bonds (collectively or individually, the "Remarketing Agreements"), which shall be in substantially the form submitted to the Governing Body (solely as a record of the final terms approved by the Chief Financial Officer), with such changes, corrections, deletions, insertions, variations, additions, or omissions as may be approved by the Chief Financial Officer, whose approval thereof shall be conclusively evidenced by the execution of such contract. The Mayor and the Chief Financial Officer are each hereby authorized and directed to execute on behalf of the City the Liquidity Facility, and the Municipal Clerk is hereby authorized and directed to affix thereto and attest the seal of the City, upon proper execution and delivery by the other party thereto, provided, that in no event shall any such attestation or affixation of the seal of the City be required as a prerequisite to the effectiveness thereof, and the Mayor and the Chief Financial Officer, as applicable, and Municipal Clerk are authorized and directed to deliver such contract on behalf of the City.

Section 11. Sale of Series 2003RF Bonds. (a) The City shall sell the Series 2003RF-A Bonds to the Series 2003RF-A Underwriters for a price of \$_____ plus accrued interest to the date of payment and delivery of the Series 2003RF-A Bonds. The Mayor and the Chief Financial Officer are each hereby authorized to execute and deliver, on behalf of the City, the Series 2003RF-A Purchase Contract between the City and the Series 2003RF-A Underwriters, providing for the sale of the Series 2003RF-A Bonds. The execution and delivery of the Series 2003RF-A Purchase Contract by the Mayor shall constitute conclusive evidence of the ratification, confirmation, and approval by the City of the terms and conditions of the Series 2003RF-A Purchase Contract.

(b) The City shall sell the Series 2003RF-B Bonds to the Series 2003RF-B Underwriters for a price not less than ____% of the aggregate principal amount thereof. The Mayor and the Chief Financial Officer are each hereby authorized to execute and deliver, on behalf of the City, the Series 2003 RF-B Purchase Contract between the City and the Series 2003RF-B Underwriters, providing for the sale of the Series 2003RF-B Bonds. The execution and delivery of the 2003RF-B Purchase Contract by the Mayor shall constitute conclusive evidence of the ratification, confirmation, and approval by the City of the terms and conditions of the Series 2003RF-B Purchase Contract.

(c) The City shall sell the Series 2003RF-C Bonds to the Series 2003RF-C Underwriters for a price not less than ____% of the aggregate principal amount thereof. The Mayor and the Chief Financial Officer are each hereby authorized to execute and deliver, on behalf of the City, the Series 2003RF-C Purchase Contract between the City and the Series 2003RF-C Underwriters, providing for the sale of the Series 2003RF-C Bonds. The execution and delivery of the Series 2003RF-C Purchase Contract by the Mayor shall constitute conclusive evidence of the ratification, confirmation, and approval by the City of the terms and conditions of the Series 2003RF-C Purchase Contract.

(d) The City shall sell the Series 2003RF-D Bonds to the Series 2003RF-D Underwriters for a price not less than ____% of the aggregate principal amount thereof. The Mayor and the Chief Financial Officer are each hereby authorized to execute and deliver, on behalf of the City, the Series 2003RF-D Purchase Contract between the City and the Series 2003RF-D Underwriters, providing for the sale of the Series 2003RF-D Bonds. The execution and delivery of the Series 2003RF-D Purchase Contract by the Mayor shall constitute conclusive evidence of the ratification, confirmation, and approval by the City of the terms and conditions of the Series 2003RF-C Purchase Contract.

(e) The City shall sell the Series 2003RF-E Bonds to the Series 2003RF-E Underwriters for a price not less than ____% of the aggregate principal amount thereof. The Mayor and the Chief Financial Officer are each hereby authorized to execute and deliver, on behalf of the City, the Series 2003RF-E Purchase Contract between the City and the Series 2003RF-E Underwriters, providing for the sale of the Series 2003RF-E Bonds. The execution and delivery of the Series 2003RF-E Purchase Contract by the Mayor shall constitute conclusive evidence of the ratification, confirmation, and approval by the City of the terms and conditions of the Series 2003RF-E Purchase Contract.

(f) The City shall sell the Series 2003RF-F Bonds to the Series 2003RF-F Underwriters for a price not less than ____% of the aggregate principal amount thereof. The Mayor and the Chief Financial Officer are each hereby authorized to execute and deliver, on behalf of the City, the Series 2003RF-F Purchase Contract between the City and the Series 2003RF-F Underwriters, providing for the sale of the Series 2003RF-F Bonds. The execution and delivery of the Series 2003RF-F Purchase Contract by the Mayor shall constitute conclusive evidence of the ratification, confirmation, and approval by the City of the terms and conditions of the Series 2003RF-F Purchase Contract.

Section 12. Refunding of Prior Bonds. The City hereby exercises its right to redeem an amount equal to \$_____ in aggregate principal amount of the Prior Bonds as follows:

Airport Facilities Revenue Refunding Bonds, Series 1994A

<u>Maturity (January 1)</u>	<u>Principal Amount</u>	<u>Redemption Date/Maturity</u>
2004	\$4,690,000	
2005	4,940,000	
2006	5,215,000	
2007	5,555,000	
2008	5,920,000	
2009	6,300,000	
2010	6,710,000	

Airport Facilities Revenue Bonds, Series 1996

<u>Maturity (January 1)</u>	<u>Principal Amount</u>	<u>Redemption Date/Maturity</u>
2004	\$1,990,000.00	
2005	7,120,000.00	
2006	7,570,000.00	
2007	5,995,000.00	

2008	955,000.00	01/01/2007
2009	1,005,000.00	01/01/2007
2010	1,060,000.00	01/01/2007
2004	4,130,000.00	
2007	2,065,000.00	

Airport General Revenue and Refunding Bonds, Series 2000A

<u>Maturity (January 1)</u>	<u>Principal Amount</u>	<u>Redemption Date/Maturity</u>
2020	\$5,855,000.00	1/1/2010
2021	6,195,000.00	1/1/2010
2022	36,535,000.00	1/1/2010
2023	38,545,000.00	1/1/2010
2024	40,665,000.00	1/1/2010
2025	42,905,000.00	1/1/2010
2026	45,260,000.00	1/1/2010
2027	47,750,000.00	1/1/2010
2028	50,425,000.00	1/1/2010
2029	53,250,000.00	1/1/2010
2030	56,230,000.00	1/1/2010

Section 13. Application of Series 2003RF Bond Proceeds. (a) Upon the written request of the City, the Bond Registrar shall authenticate and deliver the Series 2003RF Bonds to the purchaser or purchasers and shall receive a receipt for the Series 2003RF Bonds.

(b) The City shall apply the proceeds from the sale of the Series 2003RF-A Bonds as follows:

(i) The accrued interest in the amount of \$_____ received upon the sale of the Series 2003RF-A Bonds shall be deposited into the Series 2003RF-A Subaccount of the Interest Subaccount and used to pay interest due on the Series 2003RF-A Bonds on July 1, 2003.

(ii) The sum equal to \$_____ shall be deposited into the Series 2003RF Escrow Fund, which shall be sufficient to pay, at maturity or upon redemption prior to maturity, certain of the outstanding Prior Bonds as specified in Section 11 hereof.

(iii) All remaining proceeds in the amount of \$_____ from the sale of the Series 2003RF-A Bonds shall be deposited into the Costs of Issuance Fund-Series 2003RF Bonds.

(c) The City shall apply the proceeds from the sale of the Series 2003RF-B Bonds as follows:

(i) The sum equal to \$_____ shall be deposited into the Series 2003RF Escrow Fund, an amount sufficient to pay, at maturity or redemption prior to maturity, certain of the Prior Bonds as specified in Section 11 hereof.

(ii) All remaining proceeds in the amount of \$_____ from the sale of the Series 2003RF-B Bonds shall be deposited into the Costs of Issuance Fund-Series 2003RF Bonds.

(d) The City shall apply the proceeds from the sale of the Series 2003RF-C Bonds as follows:

(i) The sum equal to \$_____ shall be deposited into the Series 2003RF Escrow Fund, an amount sufficient to pay, at maturity or redemption prior to maturity, certain of the Prior Bonds as specified in Section 11 hereof.

(ii) All remaining proceeds in the amount of \$_____ from the sale of the Series 2003RF-C Bonds shall be deposited into the Costs of Issuance Fund-Series 2003RF Bonds.

(e) The City shall apply the proceeds from the sale of the Series 2003RF-D Bonds as follows:

(i) The sum equal to \$_____ shall be deposited into the Series 2003RF Escrow Fund, an amount sufficient to pay, at maturity or redemption prior to maturity, certain of the Prior Bonds as specified in Section 11 hereof.

payments on the Series 2003RF-A Bonds (the "Fixed Rate Credit Facility"), and (ii) a financial guaranty insurance policy from MBIA that guarantees the scheduled interest and principal payments on the Variable Rate Bonds (the "Variable Rate Credit Facility," together with the Fixed Rate Credit Facility, the "2003RF Credit Facilities").

(b) The following provisions apply to both the Fixed Rate Credit Facility and the Variable Rate Credit Facility so long as the respective Credit Facility is in full force and effect:

1. In the event that, on the second Business Day, and again on the Business Day, prior to the payment date on the respective Series 2003RF Bonds, the Paying Agent has not received sufficient moneys to pay all principal of and interest on the respective Series 2003RF Bonds due on the second following or following, as the case may be, Business Day, the Paying Agent shall immediately notify MBIA or its designee on the same Business Day by telephone or telegraph, confirmed in writing by registered or certified mail, of the amount of the deficiency.

2. If the deficiency is made up in whole or in part prior to or on the payment date, the Paying Agent shall so notify MBIA or its designee.

3. In addition, if the Paying Agent has notice that any Bondholder has been required to disgorge payments of principal or interest on the respective Series 2003RF Bonds to a trustee in bankruptcy or creditors or others pursuant to a final judgment by a court of competent jurisdiction that such payment constitutes an avoidable preference to such Bondholder within the meaning of any applicable bankruptcy laws, then the Paying Agent shall notify MBIA or its designee of such fact by telephone or telegraphic notice, confirmed in writing by registered or certified mail.

4. The Paying Agent is hereby irrevocably designated, appointed, directed and authorized to act as attorney-in-fact for Holders of the respective Series 2003RF Bonds as follows:

(i) If and to the extent there is a deficiency in amounts required to pay interest on the respective Series 2003RF Bonds, the Paying Agent shall (a) execute and deliver to U.S. Bank Trust National Association, or its successors under the respective 2003RF Credit Facility (the "Insurance Paying Agent/Trustee"), in form satisfactory to the Insurance Paying Agent/Trustee, an instrument appointing MBIA as agent for such Holders in any legal proceeding related to the payment of such interest and an assignment to the MBIA of the claims for interest to which such deficiency relates and which are paid by MBIA, (b) receive as designee of the respective Holders (and not as Paying Agent) in accordance with the tenor of the respective 2003RF Credit Facility payment from the Insurance Paying Agent/Trustee with respect to the

claims for interest so assigned, and (c) disburse the same to the respective Holders; and

(ii) If and to the extent of a deficiency in amounts required to pay principal of the respective Series 2003RF Bonds, the Paying Agent shall (a) execute and deliver to the Insurance Paying Agent/Trustee in form satisfactory to the Insurance Paying Agent/Trustee an instrument appointing MBIA as agent for such Holder in any legal proceeding relating to the payment of such principal and an assignment to MBIA of any of the respective Series 2003RF Bonds surrendered to the Insurance Paying Agent/Trustee of so much of the principal amount thereof as has not previously been paid or for which moneys are not held by the Paying Agent and available for such payment (but such assignment shall be delivered only if payment from the Insurance Paying Agent/Trustee is received), (b) receive as designee of the respective Holders (and not as Paying Agent/Trustee) in accordance with the tenor of the respective 2003RF Credit Facility payment therefor from the Insurance Paying Agent/Trustee, and (c) disburse the same to such Holders.

5. Payments with respect to claims for interest on the principal of the respective 2003RF Bonds disbursed by the Paying Agent from proceeds of the respective 2003RF Credit Facility shall not be considered to discharge the obligation of the City with respect to such respective Series 2003RF Bonds, and MBIA shall become the owner of such unpaid respective Series 2003RF Bonds and claims for the interest in accordance with the tenor of the assignment made to it under the provisions of this subsection or otherwise.

6. Irrespective of whether any such assignment is executed and delivered, the City and the Paying Agent hereby agree for the benefit of the Insurer that:

(iii) They recognize that to the extent MBIA makes payments, directly or indirectly (as by paying through the Paying Agent), on account of principal of or interest on the respective Series 2003RF Bonds, MBIA will be subrogated to the rights of such Holders to receive the amount of such principal and interest from the City, with interest thereon as provided and solely from the sources stated in the Bond Ordinance and the respective Series 2003RF Bonds; and

(iv) They will accordingly pay to MBIA the amount of such principal and interest (including principal and interest recovered under subparagraph (ii) of the first paragraph of the respective 2003RF Credit Facility, which principal and interest shall be deemed past due and not to have been paid), with interest thereon as provided in the Bond Ordinance and the Series 2003RF Bonds, but only from the sources and in the manner provided herein for the payment of principal of and interest on the Series 2003RF

Bonds to Holders, and will otherwise treat MBIA as the owner of such rights to the amount of such principal and interest.

7. In connection with the issuance of additional Series 2003RF Bonds, the City shall make its best efforts to deliver to MBIA a copy of the disclosure document, if any, circulated with respect to such additional Series 2003RF Bonds.

8. Copies of any amendments made to the documents executed in connection with the issuance of the Obligations which are consented to by MBIA shall be sent to Standard & Poor's.

9. MBIA shall receive notice of the resignation or removal of the Paying Agent and the appointment of a successor thereto.

10. MBIA shall receive copies of all notices required to be delivered to Bondholders and, on an annual basis, copies of the City's audited financial statements when available.

Notices: Any notice that is required to be given to a holder of the Obligation or to the Paying Agent/Trustee pursuant to the Indenture shall also be provided to the Insurer. All notices required to be given to the Insurer under the Indenture shall be in writing and shall be sent by registered or certified mail addressed to **MBIA INSURANCE CORPORATION, 113 KING STREET, ARMONK, NEW YORK 10503 ATTENTION: SURVEILLANCE.**

11. The City agrees to reimburse MBIA immediately and unconditionally upon demand, to the extent permitted by law, for all reasonable expenses, including attorneys' fees and expenses, incurred by MBIA in connection with (i) the enforcement by MBIA of the City's obligations, or the preservation or defense of any rights of MBIA, under the Bond Ordinance and any other document executed in connection with the issuance of the Series 2003RF Bonds, and (ii) any consent, amendment, waiver or other action with respect to the Bond Ordinance or any related document, whether or not granted or approved, together with interest on all such expenses from and including the date incurred to the date of payment at **CITIBANK'S** Prime Rate plus 3% or the maximum interest rate permitted by law, whichever is less. In addition, MBIA reserves the right to charge a fee in connection with its review of any such consent, amendment or waiver, whether or not granted or approved.

12. The City agrees not to use MBIA's name in any public document including, without limitation, a press release or presentation, announcement or forum without MBIA's prior consent; provided that upon the issuance of the Series 2003RF Bonds, MBIA is deemed to have consented to the use of MBIA's name in all documents related to the Series 2003RF Bonds.

13. The City shall not enter into any agreement nor shall it consent to or participate in any arrangement pursuant to which the Series 2003RF Bonds are tendered or purchased for any purpose other than the redemption and cancellation or legal defeasance of such Series 2003RF Bonds without the prior written consent of MBIA. Upon the issuance of the Series 2003RF Credit Facilities, MBIA is deemed to have consented to all Liquidity Facilities, Tender Agreements and Remarketing Agreements executed upon the issuance of the Series 2003RF Bonds.

Section 16. Authorization of Series 2003RF Swap Agreements and Swap Insurance. Pursuant to Article 18 of the Third Supplemental Ordinance [03-R-0772] and a Resolution [03-R-0773] of the City Council adopted May 19, 2003, the Finance Officer has selected _____,

_____, _____,
_____, _____ and
_____ to be the counterparties to the Swap Agreements to be entered into with regard to the Series 2003RF Hedged Bonds on terms deemed in the best interest of the City by the Finance Officer. Pursuant to Article 18 of the Third Supplemental Ordinance, the Finance Officer has selected MBIA and negotiated with MBIA to be the insurer of such Swap Agreements on the terms provided in the Swap Agreements.

Section 17. General Authority. The proper officers, officials, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions hereof and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Bonds and in conformity with the purposes and intents of this Resolution.

The Mayor and Clerk, or in their absence or incapacity, the Mayor Pro-Tem and Assistant Clerk, respectively, are hereby authorized and directed to prepare and furnish to the purchasers of the Series 2003RF Bonds, when Series 2003RF Bonds are issued, certified copies of all the proceedings and records of the City relating to 2003RF Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the 2003RF Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements contained therein.

Section 18. Actions Approved and Confirmed. All acts and doings of the officers of the City, which are in conformity with the purposes and intents of this Resolution, are in all respects approved and confirmed.

Section 19. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall for any reason whatsoever be held invalid,

then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and-provisions hereof or of the Series 2003RF Bonds authorized hereunder.

Section 20. Supplemental to Bond Ordinance. This Resolution is supplemental to the Bond Ordinance in order to further the purposes set forth therein and to identify and approve the final terms of the Series 2003RF Bonds and the Contracts related thereto. This Resolution and this action by the City's Governing Body shall be deemed to constitute the "Confirming Ordinance" referenced in Section 2.17 of the Third Supplemental Bond Ordinance [03-O-0772].